

# **Piyush Garodia**

AC-20, Salt Lake, Near 3 No. Tank, Sector-1, Bidhannagar (M), North 24, Parganas, West Bengal - 700064

## **Annexure A**

### **CONSENT LETTER**

**Date: June 11, 2025**

**To:**

**JD Cables Limited**

Arch Square X2, 14th Floor, 1401, Salt Lake Sector V,  
Near College More, Sech Bhawan, North 24 Parganas,  
Salt Lake, West Bengal, India, 700091 (the "Company")

**GYR Capital Advisors Private Limited**

428, Gala Empire, Near JB Tower Drive In Road

Thaltej Ahmedabad 380054

(Book Running Lead Manager named in DRHP, the "BRLM")

**Proposed Initial Public Offering by JD Cables Limited (the "Company") of its equity shares (the "Equity Shares" and such proposed Initial Public Offer as the "Offer"), comprising a fresh issue of the Equity Shares by the Company (the "Fresh Issue") together with an offer of sale of the Equity Shares by certain eligible shareholders of the Company (the "Offer for Sale" and together with the Fresh Issue, the "Offer")**

1. I Mr. Piyush Garodia (the "Selling Shareholder"), hereby consent to the inclusion of Upto 8,00,000 equity shares ("Equity Shares") held by me in the Company (the "OFS Shares"), as part of the Offer for Sale in the Offer (the "Offer for Sale"), to be offered for cash at such price per equity share as may be determined pursuant to the book building process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law.
2. I acknowledge and also hereby give my consent to the lock-in of my entire pre-Offer Equity Shares (which are not being offered for sale in the Offer and which are not successfully allotted as part of the Offer for Sale), from the date of allotment in the Offer for a period of one year or for such other time as may be agreed or required under applicable law.
3. In this connection, I, as the Selling Shareholder, confirm as follows:
  - a) I am the legal and beneficial holder of, and hold clear and marketable title to the OFS Shares, which are free from any pre-emptive rights, options, warrant, put, call, right of first refusal, commitment of sale, right to acquire or subscribe or other right to acquire or purchase any such OFS Shares, lien, trust, charges, pledges and encumbrances of any kind whatsoever.
  - b) There is no agreement or commitment outstanding which calls for the transfer of, or accords to any person the right to call for the transfer of the OFS Shares, whether directly or indirectly, and the OFS Shares to be sold by me pursuant to the Offer are not subject to any restrictions on transfer, including, without limitation, any lock-up, standstill or other similar agreements or arrangements, and upon delivery of, and payment for, the OFS Shares, such OFS Shares will pass to the purchasers thereof, free and clear of all restrictions on transfer, liens or any other encumbrances, whatsoever.
  - c) I have not been debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities, under any order or directions passed by the Securities and Exchange Board of India ("SEBI") or any securities market regulator in any other jurisdiction or any other authority/court.
  - d) There has been no violation of any securities law committed by me in the past and no such proceedings are currently pending against me.
  - e) I confirm that no action or investigation has been initiated either against me, and I have not been identified as willful defaulters by the Reserve Bank of India ("RBI").





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- f) I confirm that the OFS Shares are duly authorized, validly issued, fully paid up and non- assessable and are held by me in dematerialized form and are acquired and held in full compliance with applicable laws, without any breach of any agreement, consent law or regulation.
- g) The OFS Shares have been held by me for a period of more than one year preceding the scheduled date of filing of the draft red herring prospectus in relation to the Offer, with SEBI, including the Equity Shares received pursuant to conversion or exchange of any compulsorily convertible securities including depository receipts held by me in accordance with Regulation 8 of the SEBI ICDR Regulations. To the extent that the OFS Shares have resulted from a bonus issue under Regulation 8(c) of the SEBI ICDR Regulations, such bonus issue has been on Equity Shares held continuously for a period of at least one year prior to the filing of the DRHP with SEBI and were (i) issued out of free reserves and sharepremium existing in the books of account as at the end of the financial year preceding the financial year in which the DRHP of the Company is being filed with SEBI; and (ii) such bonus shares were not issued by utilization of revaluation reserves or unrealized profits of the Company and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.
- h) I am not required to apply for any approvals or consents (which may be required under applicable law and/or contractual arrangements by which I am may be bound) pertaining to my participation in the Offer for Sale from any regulatory or other authority or third party.
- i) I have not entered, and shall not enter, into buyback and/or standby arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer.
- j) I confirm and acknowledge that I shall not have recourse to the proceeds of the Offer for Sale until final approval for the listing and trading of the Equity Shares has been received from the Stock Exchanges.
- k) Neither I nor any person acting on my behalf has not taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Equity Shares pursuant to the Offer.
- l) I confirm that my participation in the Offer for Sale, including the execution of this letter and the other Offer related agreements, will not contravene, violate or result in a breach or default under (i) any provision of applicable law; (ii) any provision, obligation, condition or covenant contained in any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or may be bound, or to which any of my property or assets is subject, which could reasonably be expected to result in a material adverse effect on my ability to consummate the transactions contemplated by this letter or fulfill my related obligations, or (iii) any judgment, order or decree of any governmental or regulatory body, agency or court having jurisdiction over me.
- m) I am are not aware of and do not anticipate any legal proceeding or action by any regulatory or governmental authority or any third party, that could hinder my ability to participate in the Offer for Sale or affect the rights of the purchasers of the Equity Shares in the Offer.
- n) I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, if applicable.
- o) I am not a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
- p) I have not omitted any information requirement, or made any changes to the format of this Letter.

4. Further, I, as the Selling Shareholder undertake as follows:

- a) Not to sell, transfer, dispose of, or deal in any manner or create any lien, charge or encumbrance on the OFS Shares;





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- b) To provide reasonable assistance to the Company and the BRLM in the taking of all steps as may be required for completion of the necessary formalities for listing and commencement of trading at the stock exchanges where the Equity Shares are sought to be listed (the “**Stock Exchanges**”), in relation to the Offer for Sale, including in respect of the dispatch of refund orders or allotment advice or communications to bidders in relation to electronic refunds. I shall share with the Company, on a pro rata basis in proportion to the Equity Shares being offered by me in the Offer for Sale, for any expenses with regard to refunds to unsuccessful bidders or dispatch of allotment advice by registered post or speed post. I shall also share, in the proportion of Equity Shares being offered under Offer for Sale by me, such interest and any other expense with regard to interest for any delays which will be deducted from the proceeds of the sale of OFS Shares or reimbursed by me;
- c) I undertake to share with the Company all Offer related payments, expenses and taxes, including fees and expenses of the BRLM, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and applicable securities transaction tax. I agree that such payments, expenses and taxes, will be deducted from the proceeds from the sale of the OFS Shares, in accordance with the applicable law and as disclosed in the Offer Documents, in proportion to the Equity Shares contributed by me in the Offer.
- d) I acknowledge that the payment of securities transaction tax in relation to the Offer for Sale is my obligation, and any deposit of such tax by the BRLM is only a procedural requirement as per applicable taxation laws and that the BRLM shall not derive any economic benefits from the transaction relating to the payment of securities transaction tax. Accordingly, I undertake that I shall furnish such certificates from a chartered accountant as may be required by the BRLM or the Company in connection with the quantum of securities transaction tax to be levied on me. Further, I undertake that in the event of any future proceeding or litigation by the Indian revenue authorities against the BRLM relating to payment of securities transaction tax in relation to the Offer for Sale, I shall furnish all necessary reports, documents, papers or information as may be required by the BRLM to provide independent submissions for itself or its affiliates, in any ongoing or future litigation or arbitration and/or investigation by any regulatory or supervisory authority. I also undertake that in the event of the inability of the BRLM to deposit the requisite securities transaction tax, I shall undertake such steps as may be required to discharge my obligation to pay the securities transaction tax.
- e) I agree that I shall refund the money raised in the Offer together with any interest to the bidders, if required to do so for any reason such as, failing to get listing permission or under any direction or order of SEBI or any other governmental or statutory authority, in the proportion of Equity Shares being offered under Offer for Sale by me. I agree that I shall pay requisite interest, in the proportion of Equity Shares being offered under Offer for Sale by me, if so required under the laws or direction or order of SEBI, Stock Exchanges or the Registrar of Companies, West Bengal, India.
- f) I undertake that any transaction in Equity Shares by me (other than pursuant to the Offer for Sale and the OFS Shares) during the period commencing on the date of filing the DRHP with SEBI and ending on the date of closure of the Offer will be reported to the BRLM immediately, along with a copy to the Company.
- g) To assist the Company and the BRLM in expeditiously and satisfactorily attending to any complaints received in respect of the Equity Shares offered by me in the Offer for Sale portion. For this purpose, I also hereby authorize the Compliance Officer of the Company and the Registrar to the Offer to redress complaints, if any, in relation to the Offer.
- h) I have complied with and undertake to comply with all applicable laws and regulations in relation to my participation in the Offer for Sale in India and in such other jurisdictions where the Equity Shares are to be offered, including without limitation, the Securities and Exchange Board of India Act, 1992, and the rules and regulations under it including the SEBI ICDR Regulations, the Securities Contracts (Regulations) Act, 1956, and the rules and regulations under it, the Companies Act.
- i) I shall disclose and furnish to the BRLM promptly, all information and documents relating to: (i) all information relating to pending, threatened or potential litigation, arbitration, complaint or notice that may affect the Offer for Sale or the OFS Shares; (ii) any other material development, relating to me or the Equity Shares offered by me in the Offer for Sale, which may have an effect on the Offer or otherwise on the Company, until the listing and trading of Equity Shares on the Stock Exchanges.





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- j) I undertake that I shall not, resort to any legal proceedings in respect of any matter having abearing on the Offer, except in consultation with the BRLM.
  - k) I undertake not to offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any bidder for making a bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission allowance or otherwise to any person who makes a bid in the Offer.
  - l) I shall deliver the Equity Shares being offered by me in the Offer for Sale into the Share Escrow Account maintained by the Share Escrow Agent in accordance with the Share Escrow Agreement to be entered into with the Company and the Share Escrow Agent.
  - m) I shall furnish such relevant information and particulars regarding myself, and the Equity Shares being offered in the Offer for Sale to the BRLM and the Company, as may be required by the law or by any other regulatory authority, including any additional information that may be required by SEBI or the Stock Exchanges.
  - n) I shall extend all necessary facilities to the Company and BRLM to interact on any matter relevant to the Offer.
5. I consent to the inclusion of my name and certain other details as set out in but not limited to this Consent Letter, as a Selling Shareholder in the Draft Red Herring Prospectus to be filed with the SEBI, the Red Herring Prospectus to be filed with the RoC, the Prospectus which the Company intends to be issued in respect of the Offer and such other documents as may be required to be issues in relation to the Offer. I also hereby authorize the issue of these offer documents and the delivery of a copy of this letter to the RoC, if required, or any other regulatory authority, as may be required.
6. In relation to my participation in the Offer for Sale, I acknowledge that I have read the terms set out in the Letter, and in this regard, I confirm that:
- a) Other than for my participation in the Offer for Sale, I shall not offer, lend, pledge, encumber, sell, contract to sell or transfer any Equity Shares held by me during the period starting from the date of filing of the DRHP with the SEBI, until such time that the lock-in on pre-Offer Equity Shares remains effective in accordance with the SEBI ICDR Regulations.
  - b) If the Equity Shares being offered for sale by all selling shareholders exceeds the total number of Equity Shares, which the Company decides to offer through the Offer for Sale in accordance with the SEBI ICDR Regulations and other applicable laws, OFS Shares from each selling shareholder which may be actually included in the Offer for Sale will be in the following order:
    - o such number of OFS Shares as tendered by a participating selling shareholder will at first instance be included in the Offer for Sale which will be in proportion to their shareholding in the Company as on the date of filing of the draft red herring prospectus (on a fully diluted basis) vis-a-vis the overall size of the Offer for Sale as finalized by the Board of Directors; and
    - o secondly, due to (a) non-participation by any selling shareholders in the Offer for Sale and/ or (b) participation by a selling shareholder in the Offer for Sale by tendering any OFS Shares lesser to their respective proportion determined as per para (i) above, if there is a shortfall to meet the overall size of the Offer for Sale - in that event any OFS Shares tendered by a participating selling shareholder, which is in excess of their respective proportion determined as per para (i) above, may be included by the Company in the Offer for Sale, at its discretion.





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If for this or any other reason my portion of the OFS Shares are required to be credited back to my depository account by the Company in accordance with the SEBI ICDR Regulations, the Offer Documents and other applicable laws, the details of my depository account are as follows:

|   |                          |
|---|--------------------------|
| Name of depository participant  | KOTAK SECURITIES LIMITED |
| Depository participant identification number                              | IN300214                 |
| Client identification number  | 67073291                 |
| Beneficiary's name (as appearing in the depository participant's records) | PIYUSH GARODIA           |

- c) I shall not withdraw my consent to participate in the Offer for Sale or vary (either upwards or reduce) the number of Equity Shares proposed for sale in the Offer for Sale, except with the prior written consent of the Company, which will be upon consultation with the BRLM.
7. I acknowledge that at various stages of the Offer, the BRLM and the Company may require additional confirmations, documents or information from me, including in relation to any filings to be made under the Foreign Exchange Management Act, 1999, as amended. I undertake to promptly provide such confirmations, documents or information requested from me, including all documents or information in relation to myself, the Offer for Sale and the OFS Shares as may be required under the SEBI ICDR Regulations or any applicable law (inside or outside India), or as may be requested by the Company or BRLM, and to confirm the correctness and/or adequacy of the statements to be made in the Offer Documents.
8. I agree and acknowledge that the Company, in consultation with the BRLM, shall be entitled to take all decisions in relation to the Offer, including the size of the Offer (including the size of the Offer for Sale), timing for the various steps in the Offer, the price band, the price and the allotment or withdrawal of the Offer, in accordance with the corporate authorizations, SEBI ICDR Regulations and other applicable laws.
9. I declare that any information made available pursuant to this letter or to be made available to the BRLM and the Company or any statement made in the Offer Documents will be complete, accurate and updated in all material respects until the commencement of trading of the Equity Shares on the Stock Exchanges and will be true, fair, adequate and correct without omission and that under no circumstances shall I give any information or statement or omit to give any information or statement which is likely to mislead the BRLM, the Company, the concerned regulatory authorities and/or the investors. I further declare that no information, material or otherwise, shall be left undisclosed by me which will have an impact on the judgment of the concerned regulatory authorities and/or investment decision of investors.
10. I agree that the confirmations and the information provided by me pursuant to this letter, in the context of the Offer, give a fair, true and accurate description and information of ourselves, the Offer for Sale and the OFS Shares, and does not include, with regard to myself, the Offer for Sale and the OFS Shares, any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.
11. I acknowledge that I have decided to participate in this Offer as a Selling Shareholder through my own volition and the Company or the BRLM have not recommended such participation. I understand and accept that my participation in the Offer does not create any obligation on the Company or the BRLM to purchase or place any Equity Shares.



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12. I shall co-operate with BRLM and Company to fulfil my obligation as disclosed in the draft offer document and the offer document and as required in terms of SEBI ICDR Regulations and other applicable laws.
13. I acknowledge that in the event that: (i) any mandatory regulatory approval is not received in a timely manner or the conditions specified in any such approval are not satisfied, or (ii) there is any litigation leading to *inter alia*, stay on the Offer, or (iii) SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the **Red Herring Prospectus** or the Prospectus. Consequently, the payment of consideration to the Selling Shareholders for the OFS Shares may be delayed.
14. I undertake that the above information/certification/declaration is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of such intimation from me, the above information shall be considered updated.
15. I authorize the Company and the BRLM to submit this letter to any regulatory, statutory, governmental or legal authority, including but not limited to SEBI, the Stock Exchanges and the Registrar of Companies, Mumbai, India, as may be required.
16. This Consent Letter may be relied upon by the BRLM and the legal advisors to each of the Company and the BRLM in respect of the Offer.

Sincerely,

Signature: \_\_\_\_\_

Name: Mr. Piyush Garodia

Date: June 11, 2025